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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

PAR PHARMACEUTICAL, INC. and
PAR STERILE PRODUCTS, LLC,

Plaintiffs,

v.

QUVA PHARMA, INC., STUART
HINCEN, PETER JENKINS, MIKE
RUTKOWSKI, DONNA KOHUT,
DAVID SHORT, STEPHEN
RHOADES, TRAVIS MCGRADY, and
DAVID HARTLEY,

Defendants.

Civil Action No. 3:17-cv-06115

**DEFENDANT STEPHEN RHOADES'
ANSWER AND AFFIRMATIVE
DEFENSES TO PLAINTIFFS' FIRST
AMENDED COMPLAINT**

Defendant Stephen Rhoades (hereinafter "Defendant Rhoades") submits the following answer and affirmative defenses to Plaintiffs' First Amended Complaint ("FAC"). Defendant Rhoades denies any and all matters not expressly admitted herein.

NATURE OF THE CASE

1. Defendant Rhoades denies the allegations contained in paragraph 1 of the FAC.
2. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 2 of the FAC and must therefore deny them.
3. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 3 of the FAC and must therefore deny them.

4. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 4 of the FAC and must therefore deny them.

5. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 5 of the FAC and must therefore deny them.

THE PARTIES

6. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 6 of the FAC and must therefore deny them.

7. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 7 of the FAC and must therefore deny them.

8. The allegations contained in paragraph 8 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 8 of the FAC and must therefore deny them.

9. The allegations contained in paragraph 9 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 9 of the FAC and must therefore deny them.

10. The allegations contained in paragraph 10 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 10 of the FAC and must therefore deny them.

11. The allegations contained in paragraph 11 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he

is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 11 of the FAC and must therefore deny them.

12. The allegations contained in paragraph 12 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 12 of the FAC and must therefore deny them.

13. The allegations contained in paragraph 13 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 13 of the FAC and must therefore deny them.

14. Defendant Rhoades denies the allegations contained in paragraph 14 of the FAC, except to admit that he was employed by JHP from August 2013 through February 2014, and by Par from February 2014 to in or about October 2015, and by QuVa from October 26, 2015 through December 15, 2017, where he served as Director of Quality/Sterility Assurance.

15. The allegations contained in paragraph 15 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 15 of the FAC and must therefore deny them.

16. The allegations contained in paragraph 16 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 16 of the FAC and must therefore deny them.

17. Defendant Rhoades denies the allegations contained in paragraph 17 of the FAC, except to admit that he was employed by QuVa as Director of Quality/Sterility Assurance from October 26, 2015 through December 15, 2017 and performed his duties within the scope of his employment.

JURISDICTION AND VENUE

18. Defendant Rhoades denies the allegations contained in paragraph 18 of the FAC, except that Par purports to bring this action pursuant to the Defend Trade Secrets Act.

19. Defendant Rhoades denies the allegations contained in paragraph 19 of the FAC, except to admit that the Court has determined that it has personal jurisdiction over him.

20. Defendant Rhoades denies the allegations contained in paragraph 20 of the FAC, except to admit that the Court has determined that venue is proper.

GENERAL ALLEGATIONS

21. The allegations contained in paragraph 21 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 21 of the FAC and must therefore deny them.

22. The allegations contained in paragraph 22 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 22 of the FAC and must therefore deny them.

23. The allegations contained in paragraph 23 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he

is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 23 of the FAC and must therefore deny them.

24. The allegations contained in paragraph 24 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 24 of the FAC and must therefore deny them.

25. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 22 of the FAC and must therefore deny them, except to admit that Par purchased JHP.

26. The allegations contained in paragraph 26 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 26 of the FAC and must therefore deny them.

27. The allegations contained in paragraph 27 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 27 of the FAC and must therefore deny them.

28. The allegations contained in paragraph 28 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 28 of the FAC and must therefore deny them.

29. Defendant Rhoades denies the allegations contained in paragraph 29 of the FAC, except to admit that Par has developed Vasostrict and other sterile pharmaceutical products.

Otherwise, Defendant Rhoades is without sufficient information or knowledge to either admit or deny the remaining allegations contained in paragraph 29 of the FAC and must therefore deny them.

30. Defendant Rhoades denies the allegations contained in paragraph 30 of the FAC, except to admit that during his employment with Par, the Michigan facility was surrounded by secure fencing (including barbed wire), monitored 24 hours a day by surveillance cameras and manned patrols, that entry to and exit from Par facilities was controlled and access was allowed only to authorized individuals.

31. Defendant Rhoades denies the allegations in Paragraph 31 of the FAC, except to admit that certain information and documents are kept in electronic form which were accessible via a computer network that required a login and password and that he signed a confidentiality agreement in or about March 2015, more than one year after he started working for Par.

32. Defendant Rhoades denies the allegations contained in paragraph 32 of the FAC, except to admit that he signed a confidentiality agreement in or about March 2015, more than one year after he started working for Par.

33. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 33 of the FAC and must therefore deny them.

34. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 34 of the FAC and must therefore deny them.

35. The allegations contained in paragraph 35 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 35 of the FAC and must therefore deny them.

36. The allegations contained in paragraph 36 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 36 of the FAC and must therefore deny them.

37. The allegations contained in paragraph 37 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 37 of the FAC and must therefore deny them.

38. The allegations contained in paragraph 38 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 38 of the FAC and must therefore deny them.

39. The allegations contained in paragraph 39 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 39 of the FAC and must therefore deny them.

40. The allegations contained in paragraph 40 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 40 of the FAC and must therefore deny them.

41. The allegations contained in paragraph 41 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he

is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 41 of the FAC and must therefore deny them.

42. The allegations contained in paragraph 42 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them, except that he admits that QuVa hired him on or about October 26, 2015. As to all other allegations in paragraph 42, Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 43 of the FAC and must therefore deny them.

43. Defendant Rhoades denies the allegations contained in paragraph 43 of the FAC.

44. Defendant Rhoades denies the allegations contained in paragraph 44 of the FAC that are directed to him, except to admit that he was party to an employment agreement and that the language of the document speaks for itself.

45. Defendant Rhoades denies the allegations contained in paragraph 45 that are directed to him.

46. Defendant Rhoades denies the allegations contained in paragraph 46 that are directed to him, except to admit that he spoke with McGrady in Sugarland, Texas on or about January 21, 2016, Hartley in Sugarland, Texas on or about February 1, 2016, and Thompson in Sugarland, Texas on or about February 8, 2016.

47. The allegations contained in paragraph 47 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 47 of the FAC and must therefore deny them.

48. The allegations contained in paragraph 48 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he

is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 48 of the FAC and must therefore deny them.

49. The allegations contained in paragraph 49 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 49 of the FAC and must therefore deny them.

50. The allegations contained in paragraph 50 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 50 of the FAC and must therefore deny them.

51. The allegations contained in paragraph 51 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 51 of the FAC and must therefore deny them.

52. The allegations contained in paragraph 52 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 52 of the FAC and must therefore deny them.

53. The allegations contained in paragraph 53 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 53 of the FAC and must therefore deny them.

54. The allegations contained in paragraph 54 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 54 of the FAC and must therefore deny them.

55. The allegations contained in paragraph 55 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 55 of the FAC and must therefore deny them.

56. The allegations contained in paragraph 56 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 56 of the FAC and must therefore deny them.

57. The allegations contained in paragraph 57 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 57 of the FAC and must therefore deny them.

58. The allegations contained in paragraph 58 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 58 of the FAC and must therefore deny them.

59. Defendant Rhoades denies the allegations contained in paragraph 59 as they relate to him, except to admit that he had access to certain documents and information.

60. Defendant Rhoades denies the allegations contained in paragraph 60 as they relate to him, except to admit that he was employed by QuVa as its Director of Quality/Sterility Assurance.

61. The allegations contained in paragraph 61 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 61 of the FAC and must therefore deny them.

62. Defendant Rhoades denies the allegations contained in paragraph 62 of the FAC as they relate to him, except to admit that he was employed by QuVa as its Director of Quality/Sterility Assurance.

63. The allegations contained in paragraph 63 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 63 of the FAC and must therefore deny them.

64. Defendant Rhoades denies the allegations contained in paragraph 64 of the FAC, except to admit that he was employed by QuVa through December 15, 2017.

COUNT I

65. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

66. The allegations contained in paragraph 66 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 66 of the FAC and must therefore deny them.

67. Defendant Rhoades denies the allegations contained in paragraph 67 of the FAC, except to admit that he signed a Trade Secret, Non-Disclosure and Restrictive Covenant Agreement on or about March 2, 2015, more than one year after he became employed by Par.

68. The allegations contained in paragraph 68 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 68 of the FAC and must therefore deny them.

69. The allegations contained in paragraph 69 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 69 of the FAC and must therefore deny them.

70. Defendant Rhoades denies the allegations contained in paragraph 70 of the FAC as they relate to him.

71. Defendant Rhoades denies the allegations contained in paragraph 71 of the FAC as they relate to him.

72. Defendant Rhoades denies the allegations contained in paragraph 72 of the FAC as they relate to him.

73. Defendant Rhoades denies the allegations contained in paragraph 73 of the FAC as they relate to him.

74. Defendant Rhoades denies the allegations contained in paragraph 74 of the FAC.

75. Defendant Rhoades denies the allegations contained in paragraph 75 of the FAC.

COUNT II

76. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

77. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 77 of the FAC and must therefore deny them.

78. Defendant Rhoades denies the allegations contained in paragraph 78 of the FAC.

79. Defendant Rhoades is without sufficient information or knowledge to either admit or deny the allegations contained in paragraph 79 of the FAC and must therefore deny them.

80. Defendant Rhoades denies the allegations contained in paragraph 80 of the FAC.

81. Defendant Rhoades denies the allegations contained in paragraph 81 of the FAC.

82. Defendant Rhoades denies the allegations contained in paragraph 82 of the FAC.

83. Defendant Rhoades denies the allegations contained in paragraph 83 of the FAC.

84. Defendant Rhoades denies the allegations contained in paragraph 84 of the FAC.

85. Defendant Rhoades denies the allegations contained in paragraph 85 of the FAC.

COUNT III

86. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

87. Defendant Rhoades denies the allegations contained in paragraph 87 of the FAC.

88. Defendant Rhoades denies the allegations contained in paragraph 88 of the FAC as they relate to him.

89. Defendant Rhoades denies the allegations contained in paragraph 89 of the FAC.

90. Defendant Rhoades denies the allegations contained in paragraph 90 of the FAC.

91. Defendant Rhoades denies the allegations contained in paragraph 91 of the FAC.

92. Defendant Rhoades denies the allegations contained in paragraph 92 of the FAC.

93. Defendant Rhoades denies the allegations contained in paragraph 93 of the FAC as they relate to him.

94. Defendant Rhoades denies the allegations contained in paragraph 94 of the FAC.

95. Defendant Rhoades denies the allegations contained in paragraph 95 of the FAC.

96. Defendant Rhoades denies the allegations contained in paragraph 96 of the FAC.

97. Defendant Rhoades denies the allegations contained in paragraph 97 of the FAC.

COUNT IV

98. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

99. The allegations contained in paragraph 99 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 99 of the FAC.

100. The allegations contained in paragraph 100 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 100 of the FAC.

101. The allegations contained in paragraph 101 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 101 of the FAC.

102. The allegations contained in paragraph 102 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 102 of the FAC.

103. The allegations contained in paragraph 103 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 103 of the FAC.

104. The allegations contained in paragraph 104 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 104 of the FAC.

105. The allegations contained in paragraph 105 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 105 of the FAC.

106. The allegations contained in paragraph 106 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 106 of the FAC.

COUNT V

107. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

108. The allegations contained in paragraph 108 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 108 of the FAC.

109. The allegations contained in paragraph 109 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 109 of the FAC.

110. The allegations contained in paragraph 110 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 110 of the FAC.

111. The allegations contained in paragraph 111 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 111 of the FAC.

112. The allegations contained in paragraph 112 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 112 of the FAC.

113. The allegations contained in paragraph 113 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 113 of the FAC.

114. The allegations contained in paragraph 114 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 114 of the FAC.

115. The allegations contained in paragraph 115 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 115 of the FAC.

116. The allegations contained in paragraph 116 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 116 of the FAC.

117. The allegations contained in paragraph 117 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 117 of the FAC.

118. The allegations contained in paragraph 118 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 118 of the FAC.

119. The allegations contained in paragraph 119 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 119 of the FAC.

120. The allegations contained in paragraph 120 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 120 of the FAC.

121. The allegations contained in paragraph 121 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 121 of the FAC.

122. The allegations contained in paragraph 122 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 122 of the FAC.

123. The allegations contained in paragraph 123 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 123 of the FAC.

124. The allegations contained in paragraph 124 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 124 of the FAC.

125. The allegations contained in paragraph 125 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 125 of the FAC.

COUNT VI

126. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

127. The allegations contained in paragraph 127 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 127 of the FAC.

128. The allegations contained in paragraph 128 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 128 of the FAC.

129. The allegations contained in paragraph 129 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 129 of the FAC.

130. The allegations contained in paragraph 130 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 130 of the FAC.

131. The allegations contained in paragraph 131 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 131 of the FAC.

132. The allegations contained in paragraph 132 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 132 of the FAC.

133. The allegations contained in paragraph 133 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 133 of the FAC.

134. The allegations contained in paragraph 134 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 134 of the FAC.

135. The allegations contained in paragraph 135 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 135 of the FAC.

136. The allegations contained in paragraph 136 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 136 of the FAC.

137. The allegations contained in paragraph 137 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 137 of the FAC.

138. The allegations contained in paragraph 138 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 138 of the FAC.

139. The allegations contained in paragraph 139 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 139 of the FAC.

140. The allegations contained in paragraph 140 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 140 of the FAC.

141. The allegations contained in paragraph 141 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 141 of the FAC.

142. The allegations contained in paragraph 142 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 142 of the FAC.

143. The allegations contained in paragraph 143 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 143 of the FAC.

COUNT VII

144. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

145. The allegations contained in paragraph 145 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 145 of the FAC.

146. The allegations contained in paragraph 146 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 146 of the FAC.

147. The allegations contained in paragraph 147 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 147 of the FAC.

148. The allegations contained in paragraph 148 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 148 of the FAC.

149. The allegations contained in paragraph 149 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 149 of the FAC.

150. The allegations contained in paragraph 150 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 150 of the FAC.

151. The allegations contained in paragraph 151 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 151 of the FAC.

152. The allegations contained in paragraph 152 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 152 of the FAC.

153. The allegations contained in paragraph 153 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 153 of the FAC.

154. The allegations contained in paragraph 154 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 154 of the FAC.

155. The allegations contained in paragraph 155 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 155 of the FAC.

156. The allegations contained in paragraph 156 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 156 of the FAC.

157. The allegations contained in paragraph 157 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 157 of the FAC.

158. The allegations contained in paragraph 158 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 158 of the FAC.

COUNT VIII

159. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

160. The allegations contained in paragraph 160 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 160 of the FAC.

161. The allegations contained in paragraph 161 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 161 of the FAC.

162. The allegations contained in paragraph 162 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 162 of the FAC.

163. The allegations contained in paragraph 163 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 163 of the FAC.

164. The allegations contained in paragraph 164 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 164 of the FAC.

165. The allegations contained in paragraph 165 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 165 of the FAC.

166. The allegations contained in paragraph 166 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 166 of the FAC.

167. The allegations contained in paragraph 167 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 167 of the FAC.

168. The allegations contained in paragraph 168 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 168 of the FAC.

169. The allegations contained in paragraph 169 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 169 of the FAC.

COUNT IX

170. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

171. The allegations contained in paragraph 171 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 171 of the FAC.

172. The allegations contained in paragraph 172 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 172 of the FAC.

173. The allegations contained in paragraph 173 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 173 of the FAC.

174. The allegations contained in paragraph 174 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 174 of the FAC.

175. The allegations contained in paragraph 175 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 175 of the FAC.

176. The allegations contained in paragraph 176 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 176 of the FAC.

177. The allegations contained in paragraph 177 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 177 of the FAC.

178. The allegations contained in paragraph 178 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 178 of the FAC.

179. The allegations contained in paragraph 179 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 179 of the FAC.

180. The allegations contained in paragraph 180 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 180 of the FAC.

COUNT X

181. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

182. Defendant Rhoades denies the allegations contained in paragraph 182 of the FAC, except to admit that he was party to an employment agreement, the terms of which speak for themselves.

183. Defendant Rhoades denies the allegations contained in paragraph 183 of the FAC, except to admit that he was party to an employment agreement, the terms of which speak for themselves.

184. Defendant Rhoades denies the allegations contained in paragraph 184 of the FAC, except to admit that he was party to an employment agreement, the terms of which speak for themselves.

185. Defendant Rhoades denies the allegations contained in paragraph 185 of the FAC, except to admit that he was party to an employment agreement, the terms of which speak for themselves.

186. Defendant Rhoades denies the allegations contained in paragraph 186 of the FAC, except to admit that Par is the owner of certain information relating to Vasostrict® and other vasopressin products.

187. Defendant Rhoades denies the allegations contained in paragraph 187 of the FAC, except to admit that he had access to certain information while subject to the Employment Agreement, the terms of which speak for themselves.

188. Defendant Rhoades denies the allegations contained in paragraph 188 of the FAC.

189. Defendant Rhoades denies the allegations contained in paragraph 189 of the FAC.

190. Defendant Rhoades denies the allegations contained in paragraph 190 of the FAC.

191. Defendant Rhoades denies the allegations contained in paragraph 191 of the FAC.

COUNT XI

192. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

193. The allegations contained in paragraph 193 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 193 of the FAC.

194. The allegations contained in paragraph 194 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 194 of the FAC.

195. The allegations contained in paragraph 195 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 195 of the FAC.

196. The allegations contained in paragraph 196 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 196 of the FAC.

197. The allegations contained in paragraph 197 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 198 of the FAC.

198. The allegations contained in paragraph 198 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 198 of the FAC.

COUNT XII

199. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

200. The allegations contained in paragraph 200 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 200 of the FAC.

201. The allegations contained in paragraph 201 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 201 of the FAC.

202. The allegations contained in paragraph 202 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 202 of the FAC.

203. The allegations contained in paragraph 203 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 203 of the FAC.

204. The allegations contained in paragraph 204 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 204 of the FAC.

205. The allegations contained in paragraph 205 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 205 of the FAC.

COUNT XIII

206. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

207. The allegations contained in paragraph 207 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 207 of the FAC.

208. The allegations contained in paragraph 208 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 208 of the FAC.

209. The allegations contained in paragraph 209 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 209 of the FAC.

210. The allegations contained in paragraph 210 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 210 of the FAC.

211. The allegations contained in paragraph 211 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 211 of the FAC.

COUNT XIV

212. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

213. Defendant Rhoades denies the allegations contained in paragraph 213 of the FAC as they relate to him.

214. Defendant Rhoades denies the allegations contained in paragraph 214 of the FAC as they relate to him.

215. Defendant Rhoades denies the allegations contained in paragraph 215 of the FAC as they relate to him.

216. Defendant Rhoades denies the allegations contained in paragraph 216 of the FAC as they relate to him.

COUNT XV

217. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

218. Defendant Rhoades denies the allegations contained in paragraph 218 of the FAC as they relate to him.

219. Defendant Rhoades denies the allegations contained in paragraph 219 of the FAC as they relate to him.

220. Defendant Rhoades denies the allegations contained in paragraph 220 of the FAC as they relate to him.

221. Defendant Rhoades denies the allegations contained in paragraph 221 of the FAC as they relate to him.

COUNT XVI

222. Defendant Rhoades repeats and reincorporates his answers of the within Answer as though fully set forth herein at length.

223. The allegations contained in paragraph 223 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 223 of the FAC.

224. The allegations contained in paragraph 224 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 224 of the FAC.

225. The allegations contained in paragraph 225 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 225 of the FAC.

226. The allegations contained in paragraph 226 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 226 of the FAC.

227. The allegations contained in paragraph 227 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 227 of the FAC.

228. The allegations contained in paragraph 228 of the FAC are not directed to Defendant Rhoades and he is therefore not required to admit or deny them. To the extent that he is, then Defendant Rhoades denies the allegations contained in paragraph 228 of the FAC.

WHEREFORE, Defendant Rhoades demands dismissal of the First Amended Complaint, with prejudice, together with costs, fees, disbursements and such other and future relief as the Court deems just.

AFFIRMATIVE DEFENSES

Without admitting any allegations asserted in the First Amended Complaint, Defendant Rhoades asserts the following affirmative and other defenses. Nothing stated in any of the following defenses constitutes a concession that Defendant Rhoades bears any burden of proof on any issue on which he would not otherwise bear such burden. These defenses are pleaded in the alternative and without prejudice to the denials and other statements made in Defendant Rhoades' Answer and Affirmative Defenses to the First Amended Complaint.

FIRST AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, because they fail to state a claim for relief upon which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the applicable statutes of limitations and/or are otherwise untimely.

THIRD AFFIRMATIVE DEFENSE

To avoid waiver, Plaintiffs' claims are barred, in whole or in part, by the doctrines of unclean hands, laches, estoppel, ratification, acquiescence, consent, agreement, accord and satisfaction, release, payment and/or waiver.

FOURTH AFFIRMATIVE DEFENSE

An award of punitive damages would be an unconstitutional denial of Defendant Rhoades' right to due process and/or equal protection under the Fifth and Fourteenth

Amendments to the United States Constitution and under the Constitution of the State of New Jersey.

FIFTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, by their failure to mitigate their alleged damages.

SIXTH AFFIRMATIVE DEFENSE

Enforcement of the alleged agreements, if any, violate public policy.

SEVENTH AFFIRMATIVE DEFENSE

Plaintiffs' contract claims are barred because the terms of any alleged agreement are substantively or procedurally unconscionable.

EIGHTH AFFIRMATIVE DEFENSE

Defendant Rhoades reserves the right to amend and add additional affirmative defenses should said defenses be warranted based upon discovery.

Respectfully Submitted,

BRESSLER, AMERY & ROSS, P.C.

*Attorneys for Defendant
Stephen Rhoades*



By:

JED L. MARCUS

Dated: February 26, 2019

CERTIFICATE OF SERVICE

On this day, I certify that a copy of the above and foregoing Answer and Affirmative Defenses was caused to be filed by ECF. I also hereby certify that a true copy of the above and foregoing notice was delivered by ECF to:

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I certify that the foregoing statements made by me are true. I am aware that if the foregoing statements made by me are willfully false, I am subject to punishment.

/s/ Jed Marcus
Jed L. Marcus, Esq.